RECORDATION NO. 26817-BLED

ALVORD AND ALVORD

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SURFACE TRANSPORTATION BOARD

OF COUNSEL URBAN A LESTER

November 1, 2007

ELIAS C ALVORD (1942) ELISWORTH C ALVORD (1964)

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Replacement Appendix No. 1, dated as of October 30, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26817-A.

The names and addresses of the parties to the enclosed document are:

Lessor/Grantor

Handelsbanken Finans AB (publ)

Torsgatan 12

Stockholm SE-106 35

Sweden

Lessee/Grantee:

**New Jersey Transit Corporation** 

One Penn Plaza East Newark, NJ 07105 Mr. Vernon A. Williams November 1, 2007 Page 2

A description of the railroad equipment covered by the enclosed document is:

1 passenger railcar bearing New Jersey Transit road number 7500.

A short summary of the document to appear in the index is:

Memorandum of Replacement Appendix No. 1.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/sem Enclosures

RECORDATION NO. 26817-B

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SURFACE TRANSPORTATION BOARD

# **MEMORANDUM OF REPLACEMENT OF APPENDIX NO. 1**

This Memorandum of Replacement of Appendix No. 1 is made and entered into as of October 2007, between HANDELSBANKEN FINANS AB (publ), (556053-0841), a credit market company duly incorporated and existing under the laws of Sweden, whose registered office is at Torsgatan 12, SE-106 35 Stockholm, Sweden, as Lessor ("Lessor"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey, having an address at One Penn Plaza East, Newark, New Jersey, 07105, as Lessee ("Lessee").

#### WITNESSETH:

The undersigned have entered into that certain Security Agreement dated February 21, 2007, (the "Security Agreement") by which the Lessor has granted a security interest to the Lessee in order to secure the Lessor's performance of certain obligations as described in the Security Agreement.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 22, 2007 at 11:30 a.m. under Recordation Number 26817-A.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. I dated October 20 2007, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Replacement of Appendix to be duly executed by their respective representatives duly authorized as of the date and year first above written.

HANDELSBANKEN FINANS AB (publ)

By

Bothe: Gurnor Wostrom Comment

Title: Senior Vice

Presidents

**NEW JERSEY TRANSIT CORPORATION** 

By\_\_\_\_\_Name:
Title:

# **MEMORANDUM OF REPLACEMENT OF APPENDIX NO. 1**

This Memorandum of Replacement of Appendix No. 1 is made and entered into as of October 20, 2007, between HANDELSBANKEN FINANS AB (publ), (556053-0841), a credit market company duly incorporated and existing under the laws of Sweden, whose registered office is at Torsgatan 12, SE-106 35 Stockholm, Sweden, as Lessor ("Lessor"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey, having an address at One Penn Plaza East, Newark, New Jersey, 07105, as Lessee ("Lessee").

#### WITNESSETH:

The undersigned have entered into that certain Security Agreement dated February 21, 2007, (the "Security Agreement") by which the Lessor has granted a security interest to the Lessee in order to secure the Lessor's performance of certain obligations as described in the Security Agreement.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 22, 2007 at 11:30 a.m. under Recordation Number 26817-A.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 1 dated October <u>30</u>, 2007, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Replacement of Appendix to be duly executed by their respective representatives duly authorized as of the date and year first above written.

HANDELSBANKEN FINANS AB (publ)

#### **ACKNOWLEDGEMENT**

I certify that this instrument was signed by Gunnar Moström and Catharina Dahlberg on behalf of Handelsbanken Finans AB (publ) pursuant to duly autorization and I acknowledge that the execution of the foregoing instrument was the free act and deed of Handelsbanken Finans AB (publ). I further declare under penalty of perjury that the foregoing is true and correct.

HANDELSBANKEN FINANS AB (publ)

Name: Ulfa Fredriksson Fille: General Counsel

Date: 30 day of October, 2007

# **ACKNOWLEDGEMENT**

On this 26<sup>th</sup> day of October, 2007, before me personally appeared Robert Webb, who stated that he is the person who executed the foregoing instrument as Manager, Project Finance of New JERSEY TRANSIT CORPORATION, the entity named in the foregoing instrument, and is duly authorized to act on behalf of said entity, and being informed of the contents hereof, acknowledged execution of the foregoing instrument on behalf of said entity.

Witness my hand and official seal, this 30 day of 04	ber, 2007.
My Commission Expires:	
(Seal)	Panula Roputa Ramula Lopata Attorney-at-law State of New Jersey

### **EXHIBIT A**

All right, title and interest of the Lessor in the following:

(a)

Equipment Description	Туре	Railcar Identification Number
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7500

Each of the above-listed multi-level commuter rail passenger cars is herein called an "Item of Equipment"; and

(b) All parts of each Item of Equipment, wherever located, whether now owned or hereafter acquired, in which Lessor shall have or acquire an interest. As used herein, "Part" means any and all items constituting part of an Item of Equipment, including appliances, components, instruments, parts, appurtenances, accessories and peripheral and miscellaneous equipment (including replacement parts and equipment) that may from time to time be incorporated or installed in or attached to an Item of Equipment.

# **CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the	
District of Columbia, do hereby certify under penalty of perjury that I have compared the	he
attached copy with the original thereof and have found the copy to be complete and	
identical in all respects to the original document.	

Dated: 11 1 07

Robert W. Alvord